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MOBILE, ALABAMA 36602
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RECORDATION NO

16140
APR 17 1989 - 3 05 PM
April 10, 1989

INTERSTATE COMMERCE COMMISSION

9-107A059

Date

Fee \$

ICC Washington, D. C.

Secretary
Interstate Commerce Commission
12th & Constitution Avenue N.W.
Washington, D.C. 20423
ATTEN: Mildred Lee in Room 2303

Re: Recordation of Security Agreement

Dear Secretary:

I have enclosed an original and one copy of the document described below to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

1. This document is a Partial Release dated March 10, 1989 constituting a "secondary document" within the meaning of 49 CFR 1177. The primary document to which the enclosed document is connected is that certain Security Agreement dated December 30, 1988 from the Debtor to the Lender (as said parties are referenced hereinbelow) and recorded under Recordation Number 16140.

2. The names and addresses of the parties to the document are as follows:

(a) Debtor

Steel Processing Services, Inc.
Industrial Boulevard
Boaz, Alabama 35957

(b) Secured Party (Lender)

AmSouth Bank, National Association
P. O. Box 11007
Birmingham, Alabama 35288
Atten: Commercial Loan Department

3. A description of the equipment covered by the document follows:

APR 17 2 59 PM '89
FOTOP OPERATING UNIT

April 10, 1989
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- (a) All of the Debtor's right, title and interest, now held or hereafter acquired, in and to the following described twenty-five (25) railroad cars of the type classified as E730 by the Association of American Railroads and being commonly known as gondolas, being of seventy tons each and bearing the following registrations numbers according to the Uniform Machine Language Equipment Register (UMLER) maintained by the Association of American Railroads:

SPSX	15005	SPSX	15111
SPSX	15007	SPSX	15127
SPSX	15009	SPSX	15153
SPSX	15025	SPSX	15160
SPSX	15027	SPSX	15169
SPSX	15032	SPSX	15172
SPSX	15034	SPSX	15187
SPSX	15055	SPSX	15218
SPSX	15060	SPSX	15079
SPSX	15069	SPSX	15183
SPSX	15092	SPSX	15212
SPSX	15106	SPSX	15231
		SPSX	15236

whether in the constructive, actual or exclusive possession of the Debtor and wherever any of the same may be located.

- (b) All repair parts, replacements and substitutions for the said railroad cars.
- (c) All accessions and additions now or hereafter made or added to the said railroad cars, and all attachments and improvements now or hereafter placed upon or used in connection with the said railroad cars, or any part thereof.
- (d) All books, documents and records related to any of the said railroad cars and the foregoing items.

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- (e) Each and every policy of insurance covering the property described above, including all proceeds and returned premiums.
- (f) All proceeds and products of any of the foregoing property described in the above paragraphs.

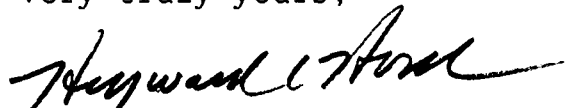
4. A fee of \$13.00 is enclosed.

5. Please return the original and any extra copies not needed by the Commission for recordation to the undersigned at the address set forth hereinabove.

6. A short summary of the document to appear in the index follows:

The document constitutes the release of a security interest in the equipment described hereinabove.

Very truly yours,



Heyward C. Hosch
Attorney for AmSouth Bank,
National Association as
Secured Party under the
within referenced Security
Agreement

HCH/lab

STATE OF ALABAMA
JEFFERSON COUNTY

RECORDATION NO.

26140-A
FILED 1428

APR 17 1989 -3 05 PM

INTERSTATE COMMERCE COMMISSION

Certificate of True Copy

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that I have this date compared the copy of the Partial Release attached hereto with the original thereof and have found the said copy to be complete and identical in all respects to the original document thereof.

Given under my hand and official seal this the 10th day of March, 1989.

Howard C. Horne III
Notary Public

AFFIX SEAL

My commission expires: April 4, 1992

STATE OF ALABAMA)
COUNTY OF JEFFERSON)

Partial Release of Security Agreement

KNOW ALL MEN BY THESE PRESENTS, that for good and valuable consideration to the undersigned AmSouth Bank, National Association, a national banking association, the receipt and sufficiency of which are hereby acknowledged, the undersigned does hereby release from the lien and operation of that certain Security Agreement dated December 30, 1988 executed to the undersigned by Steel Processing Services, Inc. (the "Security Agreement"), the following described properties:

SPSX	15005	SPSX	15111
SPSX	15007	SPSX	15127
SPSX	15009	SPSX	15153
SPSX	15025	SPSX	15160
SPSX	15027	SPSX	15169
SPSX	15032	SPSX	15172
SPSX	15034	SPSX	15187
SPSX	15055	SPSX	15218
SPSX	15060	SPSX	15079
SPSX	15069	SPSX	15183
SPSX	15092	SPSX	15212
SPSX	15106	SPSX	15231
		SPSX	15236

The execution and delivery of this instrument shall in no way operate or be construed to release, abate, modify, alter, impair or discharge the lien, encumbrance or security of the Security Agreement upon the properties remaining subject thereto.

IN WITNESS WHEREOF, AmSouth Bank, National Association, has caused this instrument to be executed by its duly authorized officer this 10th day of March, 1989.

AMSOUTH BANK, NATIONAL
ASSOCIATION

By James H. Douthett
Its Commercial Loan Officer:

STATE OF ALABAMA)
COUNTY OF JEFFERSON)

I, the undersigned, a Notary Public in and for said County, in said State, hereby certify that James H. Dugan IV whose name as Commercial Loan Officer of AmSouth Bank N.A., is signed to the foregoing instrument and who is known to me, acknowledged before me on this day that, being informed of the contents of the said instrument, he, as such officer and with full authority, executed the same voluntarily for and as the act of said Bank.

Given under my hand and seal this the 10th day of March, 1989.

Harold C. Hurd
Notary Public

SEAL

My commission expires: April 4, 1992